

JUL 18 1975 - 1 45 PM

INTERSTATE COMMERCE COMMISSION  
SECOND AMENDMENT AGREEMENT dated as of March 1,

1975 among MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY,  
CHASE MANHATTAN SERVICE CORPORATION, BURLINGTON EQUIPMENT  
COMPANY and BURLINGTON NORTHERN, INC.

WHEREAS, the parties hereto are parties to a  
Reconstruction and Conditional Sale Agreement dated as  
of March 1, 1975 as amended by an Amendment Agreement  
dated as of the same date (as so amended, the "Security  
Document") and desire to amend the same as hereafter  
provided;

NOW, THEREFORE, in consideration of the premises,  
the parties hereto agree that:

A. Schedule B to the Security Document is  
removed and substituted by a new Schedule B in the form  
annexed to this Amendment Agreement.

B. Each reference to the Security Document in  
the Lease, the Hulk Purchase Agreement, the Transfer Agree-  
ment and the Finance Agreement (as such terms are defined  
in the Security Document) is amended to refer to the Secur-  
ity Document as amended hereby. Except as hereinabove  
amended, the Security Document shall remain in full force  
and effect. This Agreement shall be governed by and con-  
strued in accordance with the laws of the State of New York.  
This Agreement may be executed in any number of counter-  
parts, each of which so executed shall be deemed to be an

original, and such counterparts together shall constitute but one and the same contract, which shall be sufficiently evidenced by any such original counterpart. Although for convenience this Agreement is dated as of the date first above written, the actual date or dates of execution hereof by the parties hereto is or are, respectively, the date or dates stated in the acknowledgments hereto annexed.

IN WITNESS WHEREOF, the parties hereto have executed or caused this instrument to be executed, all as of the date first above written.

CHASE MANHATTAN SERVICE  
CORPORATION

By James Hoolahan  
Its Vice President

*Assistant Treasurer*

[Corporate Seal]

ATTEST:

Frank S. S. S.  
Assistant Treasurer

*Second Vice President*

MERCANTILE-SAFE DEPOSIT AND  
TRUST COMPANY

By [Signature]  
Its Assistant Vice President

[Corporate Seal]

ATTEST:

N. J. M.  
Corporate Trust Officer

## BURLINGTON EQUIPMENT COMPANY

By Frank H Coyne  
Its President

[Corporate Seal]

ATTEST:

John C. Ashten  
Secretary

## BURLINGTON NORTHERN INC.

By Frank H Coyne  
Its Executive Vice President

[Corporate Seal]

ATTEST:

John C. Ashten  
Secretary

# SCHEDULE B

## AMORTIZATION SCHEDULE

(Payments Required per \$1,000,000 Investment by Clauses (2) and (3) of Subparagraph (b) of the Third Paragraph of Article 3 of Reconstruction and Conditional Sale Agreement)

<u>Payment Number</u>	<u>Principal Balance</u>	<u>Payments Interest</u>	<u>Allocated to Principal</u>	<u>Total Payment</u>
1	1000000.00	50000.00	0.00	50000.00
2	1000000.00	50000.00	0.00	50000.00
3	1000000.00	50000.00	0.00	50000.00
4	1000000.00	50000.00	0.00	50000.00
5	1000000.00	50000.00	0.00	50000.00
6	1000000.00	50000.00	0.00	50000.00
7	1000000.00	50000.00	0.00	50000.00
8	1000000.00	50000.00	0.00	50000.00
9	1000000.00	50000.00	0.00	50000.00
10	1000000.00	50000.00	0.00	50000.00
11	1000000.00	50000.00	0.00	50000.00
12	954043.91	50000.00	45956.09	95956.09
13	891137.91	47702.20	62906.00	110608.20
14	826806.64	44556.90	64331.27	108888.17
15	765229.82	41340.33	61576.82	102917.15
16	702257.85	38261.49	62971.97	101233.46
17	642071.12	35112.89	60186.73	95299.62
18	580520.73	32103.56	61550.39	93653.95
19	530043.23	29026.04	50477.50	79503.54
20	478422.05	26502.16	51621.18	78123.34
21	429537.92	23921.10	48884.13	72805.23
22	379546.24	21476.90	49991.68	71468.58
23	335738.79	18977.31	43807.45	62784.76
24	290938.80	16786.94	44799.99	61586.93
25	245123.79	14546.94	45815.01	60361.95
26	198270.76	12256.19	46853.03	59109.22
27	150356.19	9913.54	47914.57	57828.11
28	101356.03	7517.81	49000.16	56517.97
29	51245.68	5067.80	50110.35	55178.15
30	0	2562.28	51245.68	53807.96

STATE OF NEW YORK )  
 ) ss.:  
COUNTY OF NEW YORK )

On this <sup>May</sup> 1<sup>st</sup> day of ~~April~~, 1975, before me  
personally appeared ~~James Hoolahan~~, to me personally known,  
who, being by me duly sworn, says that he is an ~~Vice~~<sup>Assistant</sup>  
~~Treasurer~~  
~~President~~ of Chase Manhattan Service Corporation, that  
one of the seals affixed to the foregoing instrument is  
the corporate seal of said corporation, that said  
instrument was signed and sealed on behalf of said  
corporation by authority of its Board of Directors,  
and he acknowledged that the execution of the foregoing  
instrument was the free act and deed of said corporation.

[Notarial Seal]

My Commission Expires:

JANE WEINBERG  
NOTARY PUBLIC, State of New York  
No. 31-4519693  
Qualified in New York County  
Commission Expires March 30, 1976

STATE OF MARYLAND )  
 ) ss.:  
CITY OF BALTIMORE )

On this 2 day of MAY, 1975, before me  
personally appeared G. J. Johnston, to me personally  
known, who, being by me duly sworn, says that he is an

Assistant Vice President of Mercantile-Safe Deposit and Trust Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said bank, that said instrument was signed and sealed on behalf of said bank by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said bank.

Nancy C. Schmidt

[Notarial Seal]

My Commission Expires: JUL 1 1978

I WAS COMMISSIONED AS  
NANCY C. SCHMIDT

STATE OF MINNESOTA )  
COUNTY OF RAMSEY ) ss.:

On this 29 day of April, 1975, before me personally appeared Frank H. Coyne, to me personally known, who, being by me duly sworn, says that he is the President of Burlington Equipment Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Byron D. Olsen

[Notarial Seal]

My Commission Expires:

BYRON D. OLSEN  
NOTARY PUBLIC - MINNESOTA  
RAMSEY COUNTY  
My Comm. Expires Nov. 20, 1980

MINNESOTA  
STATE OF ~~NEW YORK~~ )  
                  RAMSEY ) ss.:  
COUNTY OF ~~NEW YORK~~ )

On this 29 day of April, 1975, before me personally appeared Frank H. Coyle, to me personally known, who being by me duly sworn, says that he is Executive Vice President of Burlington Northern Inc., that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

*Byron D. Olsen*

[Notarial Seal]

My Commission Expires:

